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John Wm. Butler, Jr. (JB 4711)  
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- and -

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Four Times Square  
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Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,

Debtors.

Case No. 08-cv-3752-VM

**NOTICE OF MOTION TO ADMIT  
COUNSEL *PRO HAC VICE***

FILED  
U.S. DISTRICT COURT  
2008 MAY 12 PM 12:50  
S.D.N.Y.

Please take notice that, upon the Declaration of Francis Neil MacDonald, dated

May 8, 2008, and the exhibits attached thereto, and the Declaration of Jeremy A. Berman, dated

MAY 12 2008

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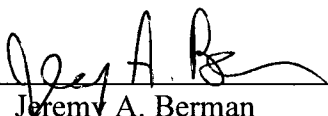
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May 12, 2008, Delphi Corporation and other Debtors (Appellees), by and through their undersigned counsel will move this Court, as soon as counsel may be heard, for an Order pursuant to Local Civil Rule 1.3(c) of this Court admitting Francis Neil MacDonald, *pro hac vice* in connection with the above-captioned action, and for such other and further relief as the Court may deem just and proper.

Dated: New York, New York  
May 12, 2008

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP

By: \_\_\_\_\_

  
Jeremy A. Berman  
Four Times Square  
New York, New York 10036  
(212) 735-3000 (telephone)  
(212) 735-2000 (facsimile)  
Attorneys for Appellees Delphi  
Corporation, et al.,  
Debtors and Debtors-in-Possession

CERTIFICATE OF SERVICE

The undersigned, an attorney duly admitted to practice law before this Court, hereby certifies under penalty of perjury, that on May 12, 2008, I caused a true copy of the

- *Notice of Motion to Admit Counsel Pro Hac Vice,*
- *Declaration of Jeremy A. Berman in Support of Motion for Counsel's Admission Pro Hac Vice to the Bar of the Southern District of New York dated May 12, 2008 and*
- *Declaration of Francis Neil MacDonald in Support of Petition For Admission Pro Hac Vice to the Bar of the Southern District of New York executed on May 8, 2008 with the exhibits annexed thereto*

to be served upon the following party as indicated:

By Hand Delivery

Eduardo Glas, Esq.  
McCarter & English LLP  
245 Park Avenue  
New York, NY 10167

Dated: New York, New York  
May 12, 2008

  
Steven Ray Katzenstein

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	
	:	
DELPHI CORPORATION, et al.,	:	Case No. 08-cv-3752-VM
	:	
Debtors	:	
	:	
-----X	:	

DECLARATION OF FRANCIS NEIL MACDONALD  
IN SUPPORT OF PETITION FOR ADMISSION *PRO HAC VICE*  
TO THE BAR OF THE SOUTHERN DISTRICT OF NEW YORK

Francis Neil MacDonald states as follows:

1. I am counsel in this matter for Debtors/Appellees Delphi Corporation and certain of its subsidiaries and affiliates, debtors, and debtors-in-possession in the above-captioned case.

2. I make this declaration in support of my Petition For Admission *Pro Hac Vice* To The Bar of the Southern District of New York. On January 16, 2007, I was admitted to practice *pro hac vice* in two other appeals now docketed in the United States District Court for the Southern District of New York. The cases, captioned *In re Delphi Corporation*, et al., Nos. 06-cv-6286 and 06-cv-6287 (S.D.N.Y.), originally were assigned to the dockets of the Honorable Leonard B. Sand, and the Honorable Richard M. Berman, respectively, but were moved to the Court's suspense docket pending developments in the underlying bankruptcy case that gave rise to the appeals. A copy of the order admitting me to practice *pro hac vice* is attached to this declaration as Exhibit 1.

3. I am an attorney admitted to practice in the State of Illinois and in the United States District Court for the Northern District of Illinois. I am presently a member in good standing of the bars of both Courts. An original Certificate of Good Standing from the Illinois Supreme Court is attached hereto as Exhibit 2 in support of the accompanying Petition For Admission *Pro Hac Vice* To The Bar of the Southern District of New York. An original Certificate of Good Standing from the United States District Court for the Northern District of Illinois also is attached hereto as Exhibit 3 in support of the accompanying Petition.

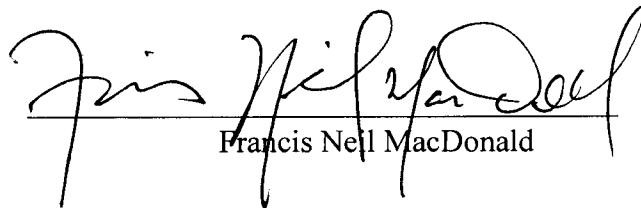
4. In compliance with Rule 1.3 of the Local Rules of the United States District Court for the Southern District of New York, I declare that: (a) my legal address is 8514-½ Brookfield Avenue, Brookfield, Illinois 60513, and my office address is Skadden, Arps, Slate, Meagher & Flom LLP, 333 W. Wacker Drive, Suite 2100, Chicago, Illinois 60606; (b) I was first admitted to the Illinois State Bar and the General Bar of the United States District Court of the Northern Dis-

trict of Illinois in 1997; (c) since my admission to the bar in 1997, I have practiced law continuously in both federal and state courts, at the trial court and appellate levels, and have handled both civil and criminal matters; (d) I have never been held in contempt of Court, whether federal or state; (e) I have never been censured, suspended, or disbarred by any Court, whether federal or state; (f) I have read and am familiar with (i) the provisions of the Judicial Code (Tit. 28 U.S.C.) which pertain to the jurisdiction of, and practice in, the United States District Courts, (ii) the Federal Rules of Civil Procedure, (iii) the Federal Rules of Criminal Procedure, (d) the Federal Rules of Evidence, (iv) the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, and (v) the New York State Lawyer's Code of Professional Responsibility as adopted from time to time by the Appellate Divisions of the State of New York; and (g) I will faithfully adhere to all rules applicable to my conduct in connection with any activities of this Court.

5. I do solemnly swear that I will demean myself as an attorney and counselor of this Court, uprightly and according to law; and that I will support the Constitution of the United States.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing statements are true and correct.

Executed on May 8, 2008, in Chicago, Illinois.



Francis Neil MacDonald

\*SDNY (Rev. 10/2006) Order for Admission Pro Hac Vice on Oral Motion

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

MEMO ENDORSED

In re

DELPHI CORPORATION, et al.,

Debtors.

06 CV 6286 (RMB)  
06 cv 6287 (RMB)

ORDER FOR ADMISSION  
PRO HAC VICE  
ON ORAL MOTION

Upon the oral motion of Jeremy A. Berman attorney for  
Delphi Corporation, et al., Debtors and said sponsor attorney's affidavit  
declaration that applicant Francis Neil MacDonald is a member in good standing of  
the bar(s) of the state(s) of Illinois;  
and that applicant's contact information is as follows (please print):

Applicant's Name: Francis Neil MacDonald  
Firm Name: Skadden, Arps, Slate, Meagher & Flom LLP  
Address: 333 West Wacker Drive  
City/State/Zip: Chicago, Illinois 60606-1285  
Telephone/Fax: (312) 407-0548  
Email Address: fmacdona@skadden.com

USDC SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #:  
DATE FILED: 1/16/07

said applicant having requested admission pro hac vice to appear for all purposes as counsel for  
Delphi Corporation, et al., Debtors in the above entitled action;

IT IS HEREBY ORDERED that Francis Neil MacDonald, is admitted to

practice pro hac vice as counsel for in the above captioned case in the United States District Court for the  
Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules  
of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the  
Electronic Case Filing (ECF) system, counsel shall immediately register for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov).  
Counsel shall immediately forward the pro hac vice fee to the Clerk of Court.

Dated: 1/16/07

City, State: N.Y.C.

Subject to payment of  
fee to Clerk  
RMB

United States District Court Judge

Richard M. Berman

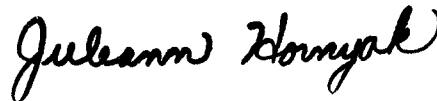
## **Certificate of Admission To the Bar of Illinois**

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Francis Neil MacDonald

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 6, 1997 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto  
placed my hand and affixed the seal  
of said Supreme Court, at Springfield,  
in said State, this Monday, April 28, 2008.

A handwritten signature in black ink, reading "Juleann Hornyak". The signature is written in a cursive, flowing style.

Clerk



## CERTIFICATE OF GOOD STANDING



*United States of America*

}ss. Francis Neil MacDonald

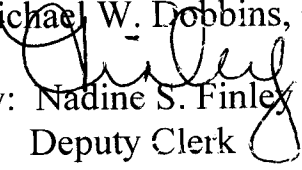
*Northern District of Illinois*

I, Michael W. Dobbins, Clerk of the United States District Court  
for the Northern District of  
Illinois,

DO HEREBY CERTIFY That Francis Neil MacDonald  
was duly admitted to practice in said Court on (12/18/1997)  
and is in good standing as a member of the bar of said court.

Dated at Chicago, Illinois  
on (04/24/2008 )

Michael W. Dobbins, Clerk,

By:   
Nadine S. Finley  
Deputy Clerk

CERTIFICATE OF SERVICE

The undersigned, an attorney duly admitted to practice law before this Court, hereby certifies under penalty of perjury, that on May 12, 2008, I caused a true copy of the

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Dated: New York, New York  
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UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

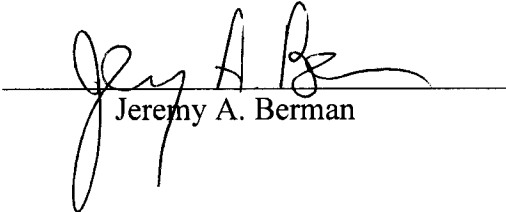
-----	x	
	:	Case No. 08-cv-3752-VM
	:	
In re:	:	
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	<b>DECLARATION OF JEREMY A.</b>
	:	<b>BERMAN IN SUPPORT OF</b>
	:	<b>MOTION FOR COUNSEL'S</b>
Debtors.	:	<b>ADMISSION <i>PRO HAC VICE</i> TO</b>
	:	<b>THE BAR OF THE SOUTHERN</b>
-----	x	<b>DISTRICT OF NEW YORK</b>

Jeremy A. Berman, for his Declaration, states as follows:

1. I am a Special Counsel at the firm of Skadden, Arps, Slate, Meagher & Flom LLP, attorneys for Delphi Corporation, other Debtors (Appellees), and am a member in good standing of the Bar of this Court. I submit this Declaration in support of Delphi Corporation's and the other Debtors' Motion to Admit Francis Neil MacDonald *Pro Hac Vice* in connection with this action, pursuant to Local Civil Rule 1.3(c).

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing statements are true and correct.

Dated: New York, New York  
May 12, 2008

  
Jeremy A. Berman

CERTIFICATE OF SERVICE

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Steven Ray Katzenstein